

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * PRESIDIO MANAGEMENT GROUP VIII L L C			2. Issuer Name and Ticker or Trading Symbol MAXLINEAR INC [MXL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last) 2735 SAND HILL ROAD	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2010					
(Street) MENLO PARK, CA 94025			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (\$0.0001 par value) <a href="#">(1)</a> <a href="#">(2)</a>	03/29/2010		C		5,309,952	A	<a href="#">(1)</a> <a href="#">(2)</a>	5,309,952	I	Directly owned by USVP VIII <a href="#">(3)</a>
Common Stock (\$0.0001 par value) <a href="#">(1)</a> <a href="#">(2)</a>	03/29/2010		C		51,253	A	<a href="#">(1)</a> <a href="#">(2)</a>	51,253	I	Directly owned by AFF VIII <a href="#">(3)</a>
Common Stock (\$0.0001 par value) <a href="#">(1)</a> <a href="#">(2)</a>	03/29/2010		C		49,076	A	<a href="#">(1)</a> <a href="#">(2)</a>	49,076	I	Directly owned by EP VIII-A <a href="#">(3)</a>
Common Stock (\$0.0001 par value) <a href="#">(1)</a> <a href="#">(2)</a>	03/29/2010		C		24,877	A	<a href="#">(1)</a> <a href="#">(2)</a>	24,877	I	Directly owned by EP VIII-B <a href="#">(3)</a>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	\$ 0 <a href="#">(4)</a>	03/29/2010		C		3,653,501	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock <a href="#">(1)</a> <a href="#">(2)</a>	3,653,501	<a href="#">(1)</a>	0	I	Directly owned by USVP VIII <a href="#">(3)</a>
Series A Convertible Preferred Stock	\$ 0 <a href="#">(4)</a>	03/29/2010		C		35,265	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock <a href="#">(1)</a> <a href="#">(2)</a>	35,265	<a href="#">(1)</a>	0	I	Directly owned by AFF VIII <a href="#">(3)</a>
Series A Convertible Preferred Stock	\$ 0 <a href="#">(4)</a>	03/29/2010		C		33,767	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock <a href="#">(1)</a> <a href="#">(2)</a>	33,767	<a href="#">(1)</a>	0	I	Directly owned by EP VIII-A <a href="#">(3)</a>
Series A Convertible Preferred Stock	\$ 0 <a href="#">(4)</a>	03/29/2010		C		17,117	<a href="#">(4)</a>	<a href="#">(4)</a>	Common Stock <a href="#">(1)</a> <a href="#">(2)</a>	17,117	<a href="#">(1)</a>	0	I	Directly owned by EP VIII-B <a href="#">(3)</a>
Series B Convertible	\$ 0 <a href="#">(5)</a>	03/29/2010		C		1,656,451	<a href="#">(5)</a>	<a href="#">(5)</a>	Common Stock <a href="#">(1)</a>	1,656,451	<a href="#">(1)</a>	0	I	Directly owned

Preferred Stock Series B Convertible Preferred Stock	\$ 0 (5)	03/29/2010							(2)						by USVP VIII (2) Directly owned by AFF VIII (3)	
Series B Convertible Preferred Stock	\$ 0 (5)	03/29/2010							(5)	(5)	Common Stock (1) (2)	15,988	(1)	0	I	Directly owned by AFF VIII (3)
Series B Convertible Preferred Stock	\$ 0 (5)	03/29/2010							(5)	(5)	Common Stock (1) (2)	15,309	(1)	0	I	Directly owned by EP VIII-A (3)
Series B Convertible Preferred Stock	\$ 0 (5)	03/29/2010							(5)	(5)	Common Stock (1) (2)	7,760	(1)	0	I	Directly owned by EP VIII-B (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRESIDIO MANAGEMENT GROUP VIII L L C 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
US VENTURE PARTNERS VIII L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP VIII AFFILIATES FUND L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP ENTREPRENEUR PARTNERS VIII A L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
USVP ENTREPRENEUR PARTNERS VIII B L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
Connors Timothy J 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
FEDERMAN IRWIN 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
FU WINSTON S 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
KRAUSZ STEVEN M 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
LIDDLE DAVID E 2735 SAND HILL ROAD MENLO PARK, CA 94025	X	X		

## Signatures

Michael P. Maher - Attorney in fact for each reporting person		03/29/2010
<small>**Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Common Stock shall be automatically converted into one share of Class B Common Stock immediately prior to the closing of the Registrant's initial public offering on March 29, 2010.
- (2) Following the conversion of Common Stock into Class B Common Stock immediately prior to the closing of the Registrant's initial public offering, each share of Class B Common Stock will be convertible into one share of Class A Common Stock upon certain transfers and at the option of the holder. On the seventh anniversary of the closing of the Registrant's initial public offering (March 29, 2017), the Class B Common Stock and the Class A Common Stock will automatically convert into a single class of Common Stock.
- (3) See additional Form 4 filed by Presidio Management Group VIII, LLC ("PMG VIII") for additional members of this joint filing. PMG VIII is the general partner of US Venture Partners VIII, L.P. ("USVP VIII"), USVP Entrepreneur Partners VIII-A, L.P. ("EP VIII-A"), USVP Entrepreneur Partners VIII-B, L.P. ("EP VIII-B"), and USVP VIII Affiliates Fund, L.P. ("AFF VIII"), and Timothy Connors, Irwin Federman, Winston S. Fu, Steven M. Krausz, David E. Liddle, Jonathan D. Root, Christopher Rust, Casey M. Tansey, and Philip M. Young, the managing members of PMG VIII, may be deemed to share voting and dispositive power over the shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII. Such persons and entities disclaim beneficial ownership of shares held by USVP VIII, EP VIII-A, EP VIII-B and AFF VIII except to the extent of any pecuniary interest therein.
- (4) Pursuant to the consent of the holders, each share of Series A Preferred Stock shall be converted into one share of Common Stock immediately prior to the closing of the Registrant's initial public offering and has no expiration date.
- (5) Pursuant to the consent of the holders, each share of Series B Preferred Stock shall be converted into one share of Common Stock immediately prior to the closing of the Registrant's initial public offering and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.